

RECORDATION NO. 18423-B FILED

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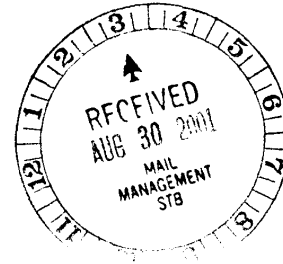
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STATE TRANSPORTATION
MCLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

August 29, 2001

VIA: FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Ms. Taledia Stokes



RE: Allfirst Bank and Savage-Tolk Corporation

Dear Ms. Stokes:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) original Memorandums of Modification of Memorandum of Railroad Lease Agreement dated August 9, 2001.

The names and addresses of the parties to the enclosed document are:

Lessor: Allfirst Bank
25 S. Charles Street
Baltimore, Maryland 21201

Lessee: Savage-Tolk Corporation (formerly known as Wheelabrator Coal Services Company)
3505 Olsen Boulevard, Suite 210
Amarillo, Texas 79109

A description of the railroad equipment covered by the enclosed document is:

One hundred thirty-seven (137) newly manufactured 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road no. 13001 through 13130, inclusive and WCSX reporting marks and identified by road nos. 12124 through 12130, inclusive.

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MILES & STOCKBRIDGE P.C.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Thank you for your attention to this matter. Please feel free to call me at (410) 385-3432 should you have any questions.

Sincerely,


Laura Snyder Runyon
Legal Assistant

LSR/sld
Enclosures

cc: Henryka Craig, Esq. (w/ enclosures)

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MODIFICATION
OF MEMORANDUM OF RAILCAR LEASE AGREEMENT**

dated August 9, 2001

by and between

**ALLFIRST BANK,
as Lessor**

and

**SAVAGE-TOLK CORPORATION,
as Lessee**

**MEMORANDUM OF MODIFICATION
OF MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF MODIFICATION OF MEMORANDUM OF RAILCAR LEASE AGREEMENT (this "Agreement") is made as of this 9th day of August, 2001, by and between SAVAGE-TOLK CORPORATION (formerly known as Wheelabrator Coal Services Company), a Delaware corporation (the "Lessee"), ALLFIRST BANK (formerly known as The First National Bank of Maryland), a Maryland state-chartered banking corporation (the "Lessor"), witnesseth:

RECITALS

A. The Lessor is the lessor under that certain Schedule No. 1 to Railcar Lease Agreement, each dated as of September 30, 1993, by and between the Lessor and the Lessee.

B. The Memorandum of Railcar Lease Agreement (the "Memorandum") dated as of September 30, 1993 by and between the Lessor and the Lessee was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303(a) on September 30, 1993 under the Recordation No. 18423.

C. The Lessee subsequently changed its name from Wheelabrator Coal Services Company to Savage-Tolk Corporation.

D. The Lessor and the Lessee desire to amend certain provisions of the Memorandum.

TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The facts set forth above are true and accurate in each respect.
2. The Memorandum is hereby amended so that every reference to the Lessee shall be deemed to refer to Savage-Tolk Corporation.
3. The term "this Memorandum of Railcar Lease Agreement" as used in the Memorandum of Railcar Lease Agreement shall mean the Memorandum of Railcar Lease Agreement as modified herein unless the context clearly indicates or dictates a contrary meaning.
4. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Agreement to be executed as of the date first above written.

WITNESS:

ALLFIRST BANK

(formerly known as The First National Bank of Maryland),
as Lessor

[Signature]

By: [Signature] (SEAL)
Name: CHRISTOPHER A. PISTELL
Title: Vice President

SAVAGE-TOLK CORPORATION

(formerly known as Wheelabrator Coal Services Company),
as Lessee

[Signature]

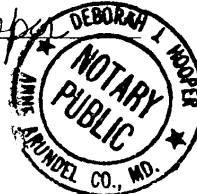
By: [Signature] (SEAL)
Name: L. DEAN REES
Title: TREASURER

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 9th day of August, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared Christopher A. Pistell, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

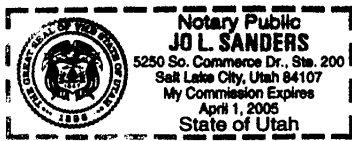


My Commission Expires: 7/27/02

STATE OF UTAH, Co. OF SALT LAKE, TO WIT:

On this 29th day of June, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared L. Dean Rees, to me personally known, who being by me duly sworn, says that s/he is a Treasurer of Savage-Tolk Corporation, a Delaware corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Board of its Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



JO L. Sanders
Notary Public

My Commission Expires: